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**COUNSEL FOR THE GP DEBTORS<sup>2</sup>**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<b>IN RE:</b>	§	
	§	<b>CASE NO. 10-33565-SGJ</b>
	§	
<b>TRIDIMENSION ENERGY, L.P., et</b>	§	<b>Chapter 11</b>
<b>al.,</b>	§	
	§	<b>Jointly Administered</b>
<b>DEBTORS.</b>	§	
	§	

**NOTICE OF IMMATERIAL MODIFICATIONS TO DEBTORS'  
AMENDED JOINT PLAN OF LIQUIDATION**

The above-referenced Debtors<sup>3</sup> file this *Notice of Immaterial Modifications to Debtors'*  
*Amended Joint Plan of Liquidation* (the "Modifications") pursuant to Bankruptcy Code § 1127

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<sup>1</sup> The LP Debtors include TriDimension Energy, L.P., TDE Property Holdings, LP, Axis E&P, LP, Axis Onshore, LP, Axis Marketing, LP, and Ram Drilling, LP.

<sup>2</sup> The GP Debtors include TDE Subsidiary GP LLC and TDE Operating GP, LLC.

and Bankruptcy Rule 3019. The Debtors submit that the Modifications are immaterial and do not adversely change the treatment of any holders of claims or equity interests. Accordingly, the Debtors modify the Plan as follows:

**Modification No. 1**

Section 5.2 of the Plan is hereby modified to read as follows:

**Acceptance by Impaired Classes of Claims.** An Impaired Class of Claims shall have accepted this Plan if (a) the holders (other than any holder designated under Bankruptcy Code § 1126(e)) of at least two-thirds in dollar amount of the allowed (within the meaning of Bankruptcy Code § 502) Claims actually voting in such Class have voted to accept this Plan and (ii) the holders (other than any holder designated under Bankruptcy Code § 1126(e)) of more than one-half in number of the Allowed Claims actually voting in such Class have voted to accept this Plan.

**Modification No. 2**

Section 6.11 of the Plan is hereby modified by adding the following sentence to the end of such Section:

All necessary action will be taken to prohibit the issuance of non-voting equity securities of the Debtors to the extent required by Bankruptcy Code § 1123; provided that any such prohibition shall apply only for so long as Bankruptcy Code § 1123 is in effect and applicable to the Debtors and will have no force and effect beyond that required by Bankruptcy Code § 1123.

**Modification No. 3**

Section 1.74 of the Plan is hereby modified by deleting the last sentence of such Section.

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<sup>3</sup> Capitalized terms not defined herein shall have the meaning given to them in the Plan.

Dated: April 27, 2011.

Respectfully submitted,

/s/ Clayton T. Hufft

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**COUNSEL FOR THE LP DEBTORS**

**CERTIFICATE OF SERVICE**

I certify that on April 27, 2011, a copy of the foregoing document was served by the Electronic Case Filing system for the United States Bankruptcy Court for the Northern District of Texas.

/s/ Beth Lloyd

One of Counsel